



JIM MORRIS
Senior Chain Accounts Manager

4601 West Chester Pike
Newtown Square, PA 19073
215-353-8666
Fax 215-359-1576

April 5, 1995

TO:	F. E. Cook	G. P. Mitchell	P. J. Gilotty
	D. L. James	F. V. Natale	R. L. VanSickle
	F. J. DeJong	D. M. Comer	

SUBJECT: *Acme Markets Package Merchandising
Co-Existence Programs*

Gentlemen:

As previously communicated, Acme Markets has reached an agreement with Philip Morris to co-exist with R. J. Reynolds on express checklane units. Implementation should begin in mid-April. We will advise you of the exact timeframe. No merchandisers should be changed at this point. For your planning purposes, please find enclosed the following materials:

- 2 x 5 single package plan-o-gram with industry labels, except Philip Morris.
 - R. J. Reynolds will be responsible for tagging and remerchandising all but Philip Morris' product.
- 2 x 5 plan-o-gram for stores with two UPMs--one UPM will be RJR's fixture; second unit will be Philip Morris'.
 - RJR will be responsible for tagging and loading RJR's and industry brands, except Philip Morris' product on RJR's UPMs.
 - On Philip Morris' UPM unit, RJR will be responsible for tagging and loading only RJR product. Industry labels are enclosed for store use, if needed.
- For your information, we have included store lists of Acme Markets with two UPMs and Acme Market locations with one UPM. We realize there have been some changes, but racks should be merchandised according to the appropriate plan-o-grams.

"We work for smokers."

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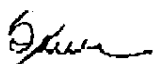
Page Two
Acme Markets - Merchandising - Co-Existence
April 5, 1995

IMPORTANT PRODUCT ORDERING NOTE: As information, Acme Markets has changed their ordering procedures:

EACH SKU IS ONE (1) CARTON ONLY; IT IS NO LONGER SIX (6) CARTONS PER SKU WHEN ORDER IS PLACED.

Thank you for assistance with this program. If you have any questions, please don't hesitate to call.

Best regards,



Stefan Majer

SM:rg

Enclosures

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Carton Merchandising Planogram

End Cap and Lobby Set Stores

RJR ADVERTISING	RJR ADVERTISING	RJR ADVERTISING	RJR ADVERTISING
RJ REYNOLDS	RJ REYNOLDS	RJ REYNOLDS	RJ REYNOLDS
RJ REYNOLDS	RJ REYNOLDS	RJ REYNOLDS	RJ REYNOLDS
PHILIP MORRIS	PHILIP MORRIS	PHILIP MORRIS	PHILIP MORRIS
PHILIP MORRIS	LORILLARD	LORILLARD	PHILIP MORRIS
PHILIP MORRIS	B&W/AMERICAN	B&W/AMERICAN	PHILIP MORRIS
PHILIP MORRIS	B&W/AMERICAN	B&W/AMERICAN	PHILIP MORRIS
PHILIP MORRIS	PHILIP MORRIS	L&M	PHILIP MORRIS

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ACME MARKETS WITH TWO (2) UPMS

	Territory Number	SIS No.	PM INSTALLATION DATE	Store Number	Address	City	ST
1	122608	399444	5/8/95	Acme #7038	Wanaque Avenue	Pompton Lakes	NJ
2	122615	402766	5/9/95	Acme #7124	Speedwell Avenue	Morris Plains	NJ
3	123010	402777	5/10/95	Acme #7037	Route 28	Middlesex	NJ
4	123016	279518	5/10/95	Acme #1148	Prince/Hightstown	Princeton Junction	NJ
5	132403	183026	5/8/95	Acme #1839	1109 Woodland Road	Wyomissing	PA
6	132404	285513	5/9/95	Acme #1860	Tilghman and Haufman	Allentown	PA
7	132404	182976	5/11/95	Acme #1829	3215 5th Street Highway N	Laureldale	PA
8	132404	776742	5/11/95	Acme #1759	811 E. 4th Street	Boyertown	PA
9	132608	277130	5/11/95	Acme #1756	320 W. DeKalb Pike	King of Prussia	PA
10	132705	21686	5/15/95	Acme #1803	Pennell Road	Aston	PA
11	132705	277212	5/15/95	Acme #1746	Bishop & Baltimore	Clifton Heights	PA
12	132705	277220	5/15/95	Acme #1700	32 E. Baltimore Pike	Media	PA
13	132705	277221	5/15/95	Acme #1778	Granite Run Mall	Media	PA
14	132706	227065	5/11/95	Acme #1821	Starr & Nutt Roads	Phoenixville	PA
15	132706	277242	5/3/95	Acme #1782	903 Paoli Pike	West Chester	PA
16	132706	278691	5/17/95	Acme #1844	220 E. Swedesford Road	Exton	PA
17	132707	277141	5/3/95	Acme #1644	550 Lancaster Avenue	Berwyn	PA
18	132707	277237	5/3/95	Acme #1785	Newtown Square S/C	Newtown Square	PA
19	132708	585815	5/17/95	Acme #1767	Rt 30 and Bondsville	Downingtown	PA
20	132708	281024	5/3/95	Acme #1763	926 E. Street Road	Westtown	PA
21	132708	277256	5/17/95	Acme #1673	1 New Garden S/C	Kennett Square	PA
22	132709	277206	5/8/95	Acme #1770	100 MacDade Boulevard	Holmesden	PA
23	132722	301503	5/15/95	Acme #6213	Dover Downs S/C	Dover	DE
24	132722	278142	5/15/95	Acme #6203	696 N. DuPont Boulevard	Milford	DE
25	132723	318864	5/15/95	Acme #1217	146 Fox Hunt Drive	Bear	DE
26	132724	77993	5/11/95	Acme #1226	4520 Limestone Road	Wilmington	DE
27	132724	383469	5/11/95	Acme #1228	Lantana Drive	Hockessin	DE
28	132724	278794	5/15/95	Acme #1271	1 University Plaza	Newark	DE
29	132724	278783	5/15/95	Acme #1206	950 Elkton Road	Newark	DE
30	132725	278936	5/11/95	Acme #1213	2020 Naamans Road	Wilmington	DE
31	132725	278924	5/11/95	Acme #1274	Concord and Murphy Roads	Wilmington	DE

ACME MARKETS WITH TWO (2) UPM'S

	Territory Number	Account Number	PM INSTALLATION DATE	Store Number	Address	City	State
32	133201	277092	5/9/95	Acme #1824	Route 309	Quakertown	PA
33	133201	277095	5/10/95	Acme #1784	Easton Road and Old Dub	Doylestown	PA
34	133201	277004	5/10/95	Acme #1522	1745 S. Easton Road	Doylestown	PA
35	133202	277328	5/16/95	Acme #1800	Hilltown Plaza	Souderton	PA
36	133203	276983	5/16/95	Acme #1524	1640 Bethlehem Pike	Flourtown	PA
37	133203	276979	5/18/95	Acme #1508	1200 Welsh Road	North Wales	PA
38	133204	606322	5/10/95	Acme #1736	400 2nd Street Pike	Southampton	PA
39	133204	276998	5/16/95	Acme #1774	Blair Mill and Moreland	Horsham	PA
40	133204	277020	5/10/95	Acme #1785	1575 The Fairway	Rydal	PA
41	133204	276986	5/16/95	Acme #1622	1825 Limekiln Pike	Dresher	PA
42	133208	183686	5/9/95	Acme #1842	2633 Easton Avenue	Bethlehem	PA
43	133208	183614	5/18/95	Acme #1816	600 Lehigh Valley	Whitehall	PA
44	133209	183636	5/9/95	Acme #1851	1720 S. 4th Street	Allentown	PA
45	133401	581567	5/8/95	Acme #1135	2087 Shore Road	South Seaville	NJ
46	133401	280828	5/8/95	Acme #1160	11 S. Dennis Road	Cape May Court House	NJ
48	133405	281405	5/11/95	Acme #1122	241 N. Broadway	Pennsville	NJ
49	133406	781074	5/9/95	Acme #1128	867 N. Huffville Road	Deptford	NJ
50	133406	281389	5/9/95	Acme #1170	631 Mantua Avenue	Woodbury	NJ
52	133410	780821	5/9/95	Acme #1162	Kings Highway and S L	Maple Shade	NJ
54	133412	279942	5/10/95	Acme #1036	Route 33 and Paxson Road	Mercerville	NJ
64	292210	412074	5/9/95	Acme #8860	Kent ISL S/C	Stevensville	MD
65	292210	412088	5/8/95	Acme #6849	Kent Plaza S/C	Chestertown	MD
66	292211	411883	5/11/95	Acme #8762	101 Big Elk Mall	Elkton	MD
67	292214	410550	5/8/95	Acme #6845	Mt. Hermon Civic	Salisbury	MD
68	133410	780821	5/8/95	Acme #1063	Kings Highway	Maple Shade	NJ

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ACME MARKETS WITH ONE UPM

ACME MARKETS WITH ONE (1) UPM						
	Territory Number	Account Number	Store Number	Address	City	State
1	132403	182994	Acme #1854	600 Greenwich Street	Reading	PA
2	132404	183595	Acme #1804	502 N. 16th Street	Allentown	PA
3	132404	183072	Acme #1852	45 Constitution Boulevard	Kutztown	PA
4	132601	402945	Acme #1642	3292 Red Lion Road	Philadelphia	PA
5	132608	277151	Acme #1613	829 Montgomery Avenue	Narberth	PA
6	132608	277144	Acme #1733	60 Penn Avenue	Bryn Mawr	PA
7	132608	277135	Acme #1766	1222 E. Lancaster Avenue	Bryn Mawr	PA
8	132608	277123	Acme #1559	626 Fayette Street	Conshohocken	PA
9	132707	277142	Acme #1870	182 Lancaster Avenue	Paoli	PA
10	132707	779894	Acme #1753	700 Lancaster Avenue	Devon	PA
11	132707	277137	Acme #1732	317 E. Lancaster Avenue	Wayne	PA
12	132707	582539	Acme #1799	Route 320	Broomal	PA
13	132708	278591	Acme #1765	10 Baltimore Pike	Oxford	PA
14	132721	279158	Acme #6218	401 Mid Sussex Shop	Millsboro	NJ
15	132723	278902	Acme #1221	New Castle & Lander	New Castle	DE
16	132723	278803	Acme #6214	Green Street	Middletown	DE
17	132723	278804	Acme #6212	115 E. Glenwood Avenue	Smyrna	DE
18	132725	278745	Acme #1205	1401 N. DuPont Street	Wilmington	DE
19	132725	278765	Acme #1272	1308 Centerville Road	Wilmington	DE
20	133203	277049	Acme #1724	2700 DeKalb Pike	Normstown	PA
21	133203	779095	Acme #1710	272 E. Butler Avenue	Ambler	PA
22	133204	276954	Acme #1720	2321 Pasqualone Boulevard	Cornwells Heights	PA
23	133206	276933	Acme #1777	5800 New Falls Road	Levittown	PA
24	133206	276910	Acme #1754	905 Lincoln Highway	Morrisville	PA
25	133206	276964	Acme #1742	100 Lincoln Avenue	Langhorne	PA
26	133207	183702	Acme #1811	66 Blue Valley Drive	Bangor	PA
27	133208	183714	Acme #1827	Delaware Avenue	Palmerton	PA
28	133401	280838	Acme # 1145	620 Lafayette Street	Cape May	NJ
29	133402	660512	Acme #1131	1 Somers Point	Somers Point	NJ
30	133403	280883	Acme #1139	1 Cornwell Drive	Bridgeton	NJ
31	133403	280876	Acme #1140	1239 N. High Street	Millville	NJ
32	133404	280855	Acme #1001	94 White Horse Pike	Hammonton	NJ
33	133405	281408	Acme #1118	Route 40	Woodstown	NJ

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ACME MARKETS WITH ONE UPM

ACME MARKETS WITH ONE (1) UPM						
	Territory Number	Account Number	Store Number	Address	City	State
34	133406	281417	Acme #1125	18 S. Delsea Drive	Clayton	NJ
35	133406	281385	Acme #1123	222 Bridgeton Pike	Mantua	NJ
36	133407	281843	Acme #1144	400 King Highway	Haddon Heights	NJ
37	133407	281859	Acme #1174	400 W. Cuthbert Boulevard	Westmont	NJ
38	133407	606388	Acme #1031	Rt. 168 and Nicholson	Audubon	NJ
39	122601	400472	Acme #7164	Nelson Street	Newton	NJ
40	122601	400450	Acme #7200	Rt. 181	Sparta	NJ
41	122603	273006	Acme #7055	Broad Avenue	Leonia	NJ
42	122603	399408	Acme #7153	188 Cedar Lane	Teaneck	NJ
43	122610	770899	Acme #7244	Townsquare Mall	Rockaway	NJ
44	122611	770894	Acme #7243	4 Memorial Drive	Lodi	NJ
45	122612	399468	Acme #7211	980 Rt. 46 West	Clifton	NJ
46	122614	402684	Acme #7210	49 Claremont Avenue	Montclair	NJ
47	122615	402760	Acme #7241	Route 10	Succasunna	NJ
48	122616	402498	Acme #7159	Route 57	Washington	NJ
49	123008	402845	Acme #7041	1319 Magie Avenue	Union	NJ
50	123009	402916	Acme #7078	Port Reading Avenue	Port Reading	NJ
51	123010	402743	Acme #7231	1252 Springfield Avenue Rt 28	New Providence	NJ
52	123012	771605	Acme #7134	1620 Park Avenue	South Plainfield	NJ
53	123013	402523	Acme #1166	Route 202-31	Flemington	NJ
54	123013	402549	Acme #1169	S. Union Street	Lambertville	NJ
55	123014	279989	Acme #7049	576 River Road	Fair Haven	NJ
56	133409	281863	Acme #1045	Walnut and Ellis	Haddonfield	NJ
57	133410	281898	Acme #1161	Route 130	Cinnaminson	NJ
58	133410	281877	Acme #1058	119 Chester Avenue	Moorestown	NJ
59	133410	281884	Acme #1010	37 W. Main Street	Maple Shade	NJ
60	133410	279443	Acme #1126	N. Route 130	Willingboro	NJ
61	133412	279941	Acme #1147	1 Sunnybrae Boulevard	Yardville	NJ
62	133412	279941	Acme #1147	Rt 33 and Paxson Road	Mercerville	NJ
63	133416	280394	Acme #7235	825 Belmar Plaza	Belmar	NJ
64	133416	280407	Acme #7236	Taylor and Main	Manasquan	NJ
65	133416	280409	Acme #7230	1501 Richmond Avenue	Point Pleasant	NJ
66	133417	232891	Acme #7140	245 Norwood	Oakhurst	NJ

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ACME MARKETS WITH ONE UPM

ACME MARKETS WITH ONE (1) UPM						
Territory Number	Account Number	Store Number	Address	City	State	
67	133417	279953	Acme #7239	300 Gordons Corner	Manalapan	NJ
68	133418	279998	Acme #7221	Newman Springs Road	Lincroft	NJ
69	292205	774642	Acme #6723	2501 Belair Road	Fallston	MD
70	292210	412007	Acme #6740	Tred Avon Square SC	Easton	MD
71	292210	412007	Acme #6740	Talbot Street	Saint Michael	MD
72	292210	412037	Acme #6727	Water Street	Centerville	MD
73	292211	774452	Acme #6711	1000 Pulaski Highway	Havre DeGrace	MD
74	292211	411852	Acme #6733	Routes 40 and Routes 272	North East	MD
75	292211	411900	Acme #6825	Main Street	Rising Sun	MD
76	292212	789835	Acme #6739	Shoal Creek ML	Cambridge	MD
77	133409	854684	Acme #1162	Eagle Plaza	Voorhees	NJ
78	133411	281872	Acme #1066	Rt. 70 & Jennings	Medford	NJ
79	133412	279475	Acme #1158	Whitehorse & Kuser	Trenton	NJ
80	133413	280452	Acme #1159	203 Rt. 9	Tuckerton	NJ
81	133413	280445	Acme #1112	9500 Long Beach Boulevard	Beach Haven	NJ
82	123002	272975	Acme #7168	Plaza Center	Secaucus	NJ

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